

JACKSON SQUARE PARTNERS, L.P.

By: Jackson Square Management, LLC
 Its: General Partner

By: Will K. Weinstein
 Revocable Trust
 UTA dated 2-27-90

By: /s/ Will K. Weinstein

Name: Will K. Weinstein

Title: Trustee

JACKSON SQUARE MANAGEMENT, LLC

By: Will K. Weinstein
 Revocable Trust
 UTA dated 2-27-90
 Its: Executive Member-Manager

By: /s/ Will K. Weinstein

Name: Will K. Weinstein

Title: Trustee

WILL K. WEINSTEIN

REVOCABLE TRUST
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By: /s/ Will K. Weinstein

Name: Will K. Weinstein

Title: Trustee

JB CAPITAL MANAGEMENT, INC.

By: /s/ Jerome Blank

Name: Jerome Blank

Title: President

BERNARD OSHER TRUST

UTA dated 3-8-88

By: /s/ Bernard Osher

Name: Bernard Osher

Title: Trustee

AEOW '96, LLC

By: Will K. Weinstein
 Revocable Trust
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Title: Trustee

*By: /s/ Richard F. Levy

Richard F. Levy
 Attorney-in-Fact

40

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HELLER FAMILY L.P.

By: RHH Company
 Its: General Partner

RHH COMPANY

By: /s/ Harvey Heller

Name: Harvey Heller

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By: /s/ Hervey Heller
 Name: Harvey Heller
 Title: President

Title: President

/s/ Mark Slezak

Mark Slezak

/s/ Jerome Blank

Jerome Blank

/s/ F. Philip Handy

F. Philip Handy

/s/ Will K. Weinstein

Will K. Weinstein

/s/ Scott Dalton

Scott Dalton

/s/ Richard L. Haydon

Richard L. Haydon

BEDFORD OAK PARTNERS, L.P.

By: Bedford Oak Advisors, LLC
 Its: Investment Advisor

By: /s/ Harvey P. Eisen

Name: Harvey P. Eisen

Title: Managing Member

/s/ Harvey P. Eisen

Harvey P. Eisen

/s/ Jeanmaire Weinstein

Jeanmaire Weinstein

/s/ Andrew Blank

Andrew Blank

/s/ Harry Heller Falk

Harry Heller Falk

/s/ Peter Imber

Peter Imber

/s/ Michiko D. Baldridge

Michiko D. Baldridge

/s/ Bernard Osher

Bernard Osher

BEDFORD OAK ADVISORS, LLC

By: /s/ Harvey P. Eisen

Name: Harvey P. Eisen

Title: Managing Member

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EXHIBIT 1

Pursuant to Rule 13d-1(k)(1)(iii) of Regulation 13D-G of the General Rules and Regulations under the Securities Exchange Act of 1934, as amended, the undersigned agree that the statement to which this Exhibit is attached is filed on behalf of each of them in the capacities set forth below.

Dated: July 27, 2000

ANN & ROBERT H. LURIE FOUNDATION

By: /s/ Ann Lurie

Name: Ann Lurie

Title: President

SAMSTOCK, L.L.C.

By: /s/ Donald J. Liebentritt*

Name: Donald J. Liebentritt

Title: Vice-President

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Richard F. Levy
 Attorney-in-Fact

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Title: Managing Member

/s/ Harvey P. Eisen

Harvey P. Eisen

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EXHIBIT 2

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned has made, constituted and appointed, and by these presents does make, constitute and appoint, Richard F. Levy and John E. Lowe, and each of them, his true and lawful attorney-in-fact and agent, for him and in his name, place and stead to execute, acknowledge, deliver and file any and all filings with respect to securities of Coram Healthcare Corp. required by Section 13 of the Securities Exchange Act of 1934, as amended, and the rules and regulations promulgated thereunder, including, but not limited to, Schedules 13D, hereby ratifying and confirming all that said attorney-in-fact and agent may do or cause to be done by virtue hereof.

The validity of this Power of Attorney shall not be affected in any manner by reason of the execution, at any time, of other powers of attorney by the undersigned in favor of persons other than the attorney-in-fact named herein.

WITNESS THE EXECUTION HEREOF this 27th day of July, 2000 by Donald J. Liebentritt.

SAMSTOCK, L.L.C.

By: /s/ Donald J. Liebentritt

Name: Donald J. Liebentritt
 Title: Vice President

STATE OF ILLINOIS)
 COUNTY OF COOK)

/s/ Jamie Jedras

Notary Public

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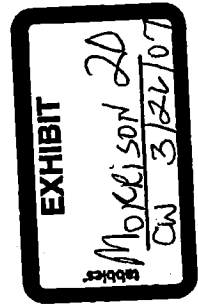
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Coram Healthcare Corporation

Strategic Alternatives

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Company objectives

- As currently projected, Coram will not be in compliance with the public company exception of Stark II by end of 2000
- In order to avail itself of the Stark II exception, Coram would have to:
 - raise \$110-\$125 million equity, or
 - become a private company
- Each of the capital raising alternatives outlined below are not viable options for Coram at this time

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2

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Capital raising alternatives

- Follow-on offering - selling primary (and sometimes secondary) shares in the public market
- Rights offering - selling shares to existing shareholders
- Strategic investment by a third party - new investor acquires newly issued shares in a privately negotiated transaction
- Leveraged buyout - new capital structure (debt and equity) to acquire all or most of the shares of a company and recapitalize balance sheet

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3

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Follow-on offering

■ Issues:

- Very few institutional holders
- No existing research coverage
- Would need to raise almost 10 times current equity value
- Company would still have significant leverage
- Difficult environment for healthcare issuers, especially healthcare service issuers
- Would need to be treated as if the Company were undertaking an initial public offering - however, companies typically only sell 25-33% of their pro forma value on an IPO

■ Timing:

- 60-90 days based on drafting, filing with the SEC, and a roadshow

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4

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Rights offering


■ Issues:

- Very few institutional holders - existing holders will not likely be able to raise sufficient funds through a rights offering
- Typically need an equity back stop in the event the existing holders are unable or unwilling to raise sufficient funds
- Will need to raise funds significantly in excess of current market value

■ Timing:

- 60-90 days after a backstop investor is identified

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5

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Strategic investment by a third party

■ Issues:

- Would result in a change of control based on current equity value
- Most buyout funds have recently shown little interest in healthcare services companies
- High ongoing leverage
- Potential need to raise new debt funds

■ Timing:

- 90-180 days

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Leveraged buyout

- Issues
 - Need to raise new debt / negotiate with existing debtholders
 - Cash flow history, RNet bankruptcy and healthcare services environment would dramatically limit ability to raise new debt
 - New investors will want ownership control
 - Most buyout funds have recently shown little interest in healthcare services
- Timing:
 - 90-180 days

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7

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*Presentation to the
Board of Directors of:*

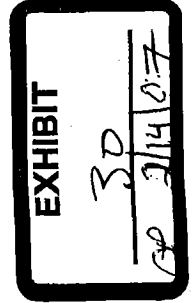
CORAM HEALTHCARE CORPORATION

C O R A M

July 31, 2000



CHANIN CAPITAL PARTNERS



COR-SUB.CON 0023726

TRUSTEE05234

COR-SUB.CON 0023727

Los Angeles - New York

CHANIN CAPITAL PARTNERS

TABLE OF CONTENTS

1. EXECUTIVE SUMMARY	3
2. OVERVIEW OF THERAPIES	17
3. HISTORICAL PERFORMANCE	29
4. COMPANY PROJECTIONS	37
5. PRO FORMA PERIOD	47
6. SENIOR MANAGEMENT/CORPORATE STRUCTURE	53
7. DUE DILIGENCE OVERVIEW	61
8. VALUATION SUMMARY	67
9. DEBT CAPACITY	86

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EXECUTIVE SUMMARY (CONTINUED)

Company Overview

- Coram is engaged in two primary business lines: infusion therapy services ("Infusion Services") and medical information services operated by its subsidiary, CTI Network, Inc. ("CTI"). Together, these business lines will be referred to as continuing operations ("Continuing Operations")
- Based on annualized operating results for the four month period ended April 30, 2000 ("YTD"), Continuing Operations revenues and earnings before interest, taxes, depreciation, and amortization ("EBITDA") totaled \$422.2 million and \$22.4 million (5.3% of revenue), respectively.
 - Revenues and EBITDA for Infusion Services totaled \$418.3 million and \$22.2 million, respectively.
 - Revenues and EBITDA for CTI totaled \$3.9 million and \$181,000, respectively.

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(\$ in 000's)	Infusion Services ⁽¹⁾		CTI		Continuing Operations	
	YTD Annualized	% of Revenue	YTD Annualized	% of Revenue	YTD Annualized	% of Revenue
Revenues	\$418,305	100.0%	\$3,882	100.0%	\$422,188	100.0%
Cost of drugs	167,765	40.1%	2,369	61.0%	170,133	40.3%
Cost of clinical services	130,850	31.3%	19	0.5%	130,869	31.0%
Gross margin	119,691	28.6%	1,495	38.5%	121,185	28.7%
Branch operating expenses	51,904	12.4%	1,314	33.8%	53,218	12.6%
Other expense (income)	(913)	-0.2%		0.0%	(913)	-0.2%
Contribution - branch operations	68,699	16.4%	181	4.7%	68,880	16.3%
Corporate overhead	46,521	11.1%		0.0%	46,521	11.0%
EBITDA	\$22,177	5.3%	181	4.7%	\$22,358	5.3%

Notes:

(1) Overhead has been allocated to Infusion Services.

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EXECUTIVE SUMMARY (CONTINUED)

Strategic Initiatives - Infusion Services

- In the fourth quarter of fiscal year ("FY") 1999, Coram implemented three strategic initiatives aimed at improving the profitability of Infusion Services:
 - Improving revenues and gross margins by focusing growth on a select number of high revenue, high margin therapies (the "Core Therapies");
 - Reducing costs of goods sold through nursing and pharmacy staffing efficiencies as well as strategic purchasing alliances; and
 - Reducing general and administrative expenses through the realignment and consolidation of operations.

Core Therapies

- Coram has identified five Core Therapies: anti-infectives, pain management, total parenteral nutrition ("TPN"), Hemophilia, and intravenous immunoglobulin ("IVIG").
- During FY 2001, Coram is projecting to increase its revenue from the Core Therapies to approximately \$310.7 million (67.0% of total Infusion Services revenue) from revenue of \$268.5 million (64.2% of total Infusion Services revenue) based on annualized YTD operating results.

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- During FY 2001, Coram is projecting to increase its ANS⁽¹⁾ contribution from the Core Therapies to approximately \$190.3 million (69.4% of total ANS contribution) from \$169.8 million (67.8% of total ANS contribution) based on annualized YTD operating results.

Risk of Core Therapy Focus

- Coram's pro forma profitability is increasingly dependent on the Core Therapies. A decrease in the reimbursement for any of the Core Therapies could adversely impact the financial performance of the Company.

Notes:

(1) ANS margin = gross revenue less contractual allowances less cost of drugs and supplies.

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EXECUTIVE SUMMARY (CONTINUED)

Historical Results - Infusion Services

- Based on annualized YTD operating results, revenue from Infusion Services decreased by approximately 6.2% to \$418.3 million from \$446.1 million during FY 1999.
 - The decline was a result of a decrease in patient volumes of approximately 8.0% from the termination of its Aetna agreement and the liquidation of its R-Net operations.
 - As a result of its cost reduction initiatives, annualized YTD contribution from branch operations improved to \$68.7 million (16.4% of revenue) from \$52.3 million (11.7% of revenue during FY 1999).
 - Based on annualized YTD operating results, EBITDA improved to \$22.2 million or 5.3% of revenue compared to \$17.5 million or 3.9% of revenue during FY 1999.
 - Annualized YTD results include an accrual for Coram's management incentive program ("MIP") of \$9.5 million or 2.2% of revenue, which is not included in FY 1999 results.
-

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EXECUTIVE SUMMARY (CONTINUED)

Projected Results 2000 and 2001 - Infusion Services

- Coram completed projections for both Infusion Services and CTI covering July of 2000 through December of 2001 (the "Projections").
- The Projections anticipate revenues increasing to approximately \$463.8 million during FY 2001 from the current level of \$418.3 million based on annualized YTD operating results. The majority of the growth is attributed to increased patient volumes of the Core Therapies.
 - Core Therapies patient volume as measured by average monthly census ("AMC") is projected to total approximately 7,945 during FY 2001 compared to 7,053 based on YTD operating results (a 12.7% increase).
- The Projections anticipate contribution from branch operations increasing to \$83.2 million (17.9% of revenue) during FY 2001 from \$68.7 million (16.4% of revenue) based on annualized YTD operating results. The improvement is the result of:
 - An increased percentage of revenue coming from higher margin Core Therapies; and
 - Continued efficiencies from its cost reduction initiatives, which are projected to outpace increases in wages and drug costs.
- EBITDA is projected to total approximately \$43.4 million (9.4% of revenue) during FY 2001 compared to \$22.2 million (5.3% of revenue) based on annualized YTD operating results.

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EXECUTIVE SUMMARY (CONTINUED)

Risks Associated with Projections

- The Projections anticipate a substantial increase in patient volumes for the Core Therapies. However, the market sizes of the Core Therapies are limited, generally under 50,000 aggregate patients per therapy.
 - Growing patient volumes in these limited markets while maintaining pricing discipline will be challenging. To the extent volumes cannot be achieved, the financial performance of Coram may be adversely impacted.
 - The Projections anticipate non-core therapies patient volumes to remain constant.
 - Changes in Medicaid reimbursement have made the provision of certain therapies unprofitable. If Coram is not able to replace this business, its financial performance may be adversely impacted.
 - Clinical wage and drug cost increases are assumed to be offset by cost savings. If cost savings cannot be achieved, the financial performance of Coram may be adversely impacted.
 - The Projections do not anticipate any significant adverse consequences as a result of restructuring. Areas which might be adversely impacted include:
 - Loss of senior management; and
 - Loss of referral sources.
-

EXECUTIVE SUMMARY (CONTINUED)

FY 2002 through 2004 – Infusion Services

- Projections for FY 2002 through 2004 (the “Pro Forma Period”) were extrapolated from the Projections using growth rates consistent with industry trends.
- The Pro Forma Period anticipates:
 - Revenues growing at a compounded annual growth rate of approximately 2.0% totaling approximately \$492.8 million in FY 2004.
 - Contribution margins from branch operations remaining constant at approximately 19.1% totaling approximately \$94.0 million in FY 2004.
 - EBITDA margins remaining flat at 10.4% totaling approximately \$51.1 million in FY 2004.

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EXECUTIVE SUMMARY (CONTINUED)

Summary - Infusion Services FY 1999 through FY 2004

	Infusion Services ⁽¹⁾						
	1999	YTD Annualized	2000	2001	2002	2003	2004
Revenues	\$446,006	\$418,305	\$442,995	\$463,752	\$473,133	\$482,801	\$492,758
Cost of drugs	187,507	167,765	177,368	189,484	187,747	191,332	195,024
Cost of clinical services	151,293	130,850	131,387	134,476	137,197	140,000	142,887
Gross margin	107,206	119,691	134,240	139,792	148,189	151,469	154,846
% of revenue	24.0%	28.6%	30.3%	30.1%	31.3%	31.4%	31.4%
Branch operating expenses	53,870	51,904	54,904	56,483	57,854	59,267	60,721
Other expense (income)	1,052	(913)	(272)	139	142	145	148
Contribution - branch operations	52,283	68,699	79,608	83,169	90,193	92,057	93,977
% of revenue	11.7%	16.4%	18.0%	17.9%	19.1%	19.1%	19.1%
Corporate overhead	34,808	46,521	46,521	39,769	40,782	41,825	42,900
EBITDA	17,475	22,177	33,087	43,400	49,411	50,232	51,077
% of revenue	3.9%	5.3%	7.5%	9.4%	10.4%	10.4%	10.4%

Notes:

(1) FY 2000 and 2001 are Company projections. FY 2002, 2003, and 2004 were extrapolated from FY 2000 and 2001 projections.

EXECUTIVE SUMMARY (CONTINUED)

Overview Enterprise Valuation

- In May 2000 Chanin was retained to perform an Enterprise Valuation ("EV") of Coram. The EV calculated by Chanin reflects the Continuing Operations of Coram with the current and anticipated benefits of its strategic initiatives.
 - The EV includes the projected operations of Infusion Services and CTI for FY 2000 through 2004.
 - ⇒ FY 2000 and 2001 projections were provided by Coram management.
 - ⇒ FY 2002 through FY 2004 projections were extrapolated based on discussions with management and growth rates consistent with current industry trends.
 - The EV excludes the CPS operations, which are assumed to be divested during FY 2000.
 - The EV does not anticipate substantial litigation as a result of the R-Net liquidation.

EXECUTIVE SUMMARY (CONTINUED)

Summary - Continuing Operations

	Continuing Operations ⁽¹⁾						
	1999	YTD Annualized	2000	2001	2002	2003	2004
Revenue	\$447,754	\$422,188	\$446,755	\$468,470	\$478,323	\$488,510	\$499,038
% Growth			5.8%	4.9%	2.1%	2.1%	2.2%
Gross margins	108,154	121,185	135,827	141,915	150,515	154,026	157,660
% Margin	24.2%	28.7%	30.4%	30.3%	31.5%	31.5%	31.6%
% Growth			12.1%	4.5%	6.1%	2.3%	2.4%
EBITDA ⁽¹⁾	17,573	22,358	33,589	44,415	50,594	51,613	52,679
% Margin	3.9%	5.3%	7.5%	9.5%	10.6%	10.6%	10.6%
% Growth			50.2%	32.2%	13.9%	2.0%	2.1%
EBITDA - Capital expenditures	17,573	18,063	24,428	33,316	42,066	42,904	43,783
% Margin	3.9%	4.3%	5.5%	7.1%	8.8%	8.8%	8.8%
% Growth			35.2%	36.4%	26.3%	2.0%	2.0%
A/R days sales outstanding			75.6	78.2	75.6	75.6	75.6
Net working capital turnover			87.0x	15.7x	12.9x	12.2x	11.9x

Notes:

(1) Continuing Operations is defined as Infusion Services and CTI operations.

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EXECUTIVE SUMMARY (CONTINUED)

Valuation Methodology

- The EV for Coram is based upon the weighted average of three valuation methodologies:
 - Discounted cash flow analysis
 - Public company comparable multiples analysis
 - ⇒ EV / revenues
 - ⇒ EV / EBITDA
 - ⇒ EV / EBITDA - capital expenditures
 - Comparable transaction analysis
 - ⇒ EV / revenues
 - ⇒ EV / EBITDA
- Weighting the above methodologies yields an EV of approximately \$207.0 million.

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EXECUTIVE SUMMARY (CONTINUED)

Valuation Summary

(\$ in 000's)	Valuation Summary				
	Valuation Methodology	Comparable Multiple ⁽¹⁾	FY 2000 Metric	EV	Weighted Average EV
Public company comparable multiples valuation					
EV / revenues		0.78x	\$446,755	\$346,958	\$17,348
EV / EBITDA		5.71x	\$33,589	\$191,892	\$38,378
EV / EBITDA - capital expenditures		7.41x	\$24,428	\$181,047	\$45,262
Comparable transactions valuation					
EV / revenues		0.41x	\$446,755	\$184,245	\$9,212
EV / EBITDA		9.97x	\$33,589	\$334,959	\$16,748
Discounted cash flow valuation					
				\$200,000	\$80,000
				Rounded	\$207,000

Notes:

(1) Companies used for the public company comparable multiples valuation were Apria Healthcare Group, Inc., Lincare Holdings, Inc., Option Care, Inc. and Gentiva Health Services, Inc. Companies used for the comparable transactions valuation were Housecall Medical Services, EMSA Government Services, Inc. and In Home Health, Inc.

EXECUTIVE SUMMARY (CONTINUED)

Due Diligence

- To complete its valuation, Chanin performed extensive due diligence.
 - Interviews with senior management to discuss:
 - ⇒ Current operations; and
 - ⇒ Strategic plans.
 - Meetings with field personnel including:
 - ⇒ Branch administrators;
 - ⇒ Regional marketing personnel;
 - ⇒ Regional accounts receivable ("AR") managers;
 - ⇒ Area Vice Presidents; and
 - ⇒ Product line managers.
 - Branch tours
 - ⇒ Nine sites in eight states.
 - Financial due diligence and the review of significant contracts.
 - Competitor analysis.

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22. Overview of Therapies

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OVERVIEW OF THERAPIES

General

- Coram has segmented its Infusion Services into Core Therapies and non-core therapies.

Core Therapies	Non-Core Therapies
TPN	Biotherapy
Anti-infectives	Cath care, nursing, supplies
Hemophilia	Chemotherapy
IVIG	Enteral
Pain management	Growth hormone
	Hydration
	Other therapies

- Core Therapies maintain higher average monthly revenue per patient ("AMRP") and ANS contribution than non-core therapies.
 - Based on YTD operating results, AMRP for the Core Therapies totaled \$3,173 compared to \$1,473 for non-core therapies.
 - Based on YTD operating results, average ANS contribution for the Core Therapies totaled \$2,005 compared to \$793 for non-core therapies.